UNITED STATES DISTRICT COURT

FOR THE SOUTHERN DISTRICT OF NEW YORK

VIACOM INTERNATIONAL INC., COMEDY PARTNERS, COUNTRY MUSIC TELEVISION, INC., PARAMOUNT PICTURES CORPORATION, and BLACK ENTERTAINMENT TELEVISION LLC,

Plaintiffs,

vs.) Case No. 1:07CV02103

YOUTUBE, INC., YOUTUBE, LLC, and GOOGLE, INC.,

Defendants.

THE FOOTBALL ASSOCIATION PREMIER LEAGUE LIMITED, BOURNE CO., et al., on behalf of themselves and all others similarly situated,

Plaintiffs,

vs.) Case No. 07CV3582

YOUTUBE, INC., YOUTUBE, LLC, and GOOGLE, INC.,

Defendants.

DEPOSITION OF ALEX ELLERSON
NEW YORK, NEW YORK
Friday, May 22, 2009

JOB NO: 16902

May 22, 2009

9:28 a.m.

VIDEOTAPED DEPOSITION OF ALEX ELLERSON, held at the offices of Proskauer Rose, LLP, 1585 Broadway, New York, New York, pursuant to notice, before Erica L. Ruggieri, Registered Professional Reporter and Notary Public of the State of New York.

A P P E A R A N C E S

FOR THE VIACOM PLAINTIFFS:

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FOR THE DEFENDANTS YOUTUBE, INC., YOUTUBE, LLC and GOOGLE, INC.:

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ALSO PRESENT:
CARLOS KING, Videographer

IT IS HEREBY STIPULATED AND AGREED, by and between counsel for the respective parties hereto, that the filing, sealing and certification of the within deposition shall be and the same are hereby waived;

IT IS FURTHER STIPULATED AND AGREED that all objections, except as to the form of the question, shall be reserved to the time of the trial;

IT IS FURTHER STIPULATED AND AGREED that the within deposition may be signed before any Notary Public with the same forceand effect as if signed and sworn to before the Court.

THE VIDEOGRAPHER: Alex Ellerson, in the matter of Viacom International, Inc. and the Football Association Premier League versus YouTube, Inc. et al., in the United States District Court, for the Southern District of New York.

This deposition is being held at 1585 Broadway, New York, New York, on May 22, 2009 at approximately 9:20 a.m.

My name is Carlos King, from the firm of David Feldman Worldwide, and I'm your legal video specialist. The court reporter is Erica Ruggieri, in association with David Feldman Worldwide.

Will counsel please introduce themselves.

MR. GITTERMAN: Noah Gitterman, on behalf of the class plaintiffs in the Premier League action, from the Proskauer Rose firm.

MS. KOHLMANN: Susan Kohlmann,

A. ELLERSON

from Jenner & Block, on behalf of the Viacom plaintiffs.

MR. WILLEN: Brian Willen, from Mayer Brown, on behalf of Google and YouTube.

MR. FRANKS: Tim Franks, from Perkins Coie Brown & Bain, on behalf of the witness.

THE VIDEOGRAPHER: Will the court reporter please swear in the witness.

A L E X E L L E R S O N , called as a witness, having been duly sworn by a Notary Public, was examined and testified as follows:

EXAMINATION BY

MR. GITTERMAN:

Q. Mr. Ellerson, good morning.

A. Good morning.

Q. Have you ever been deposed before?

A. I have not.

Q. Have you ever taken a deposition before?

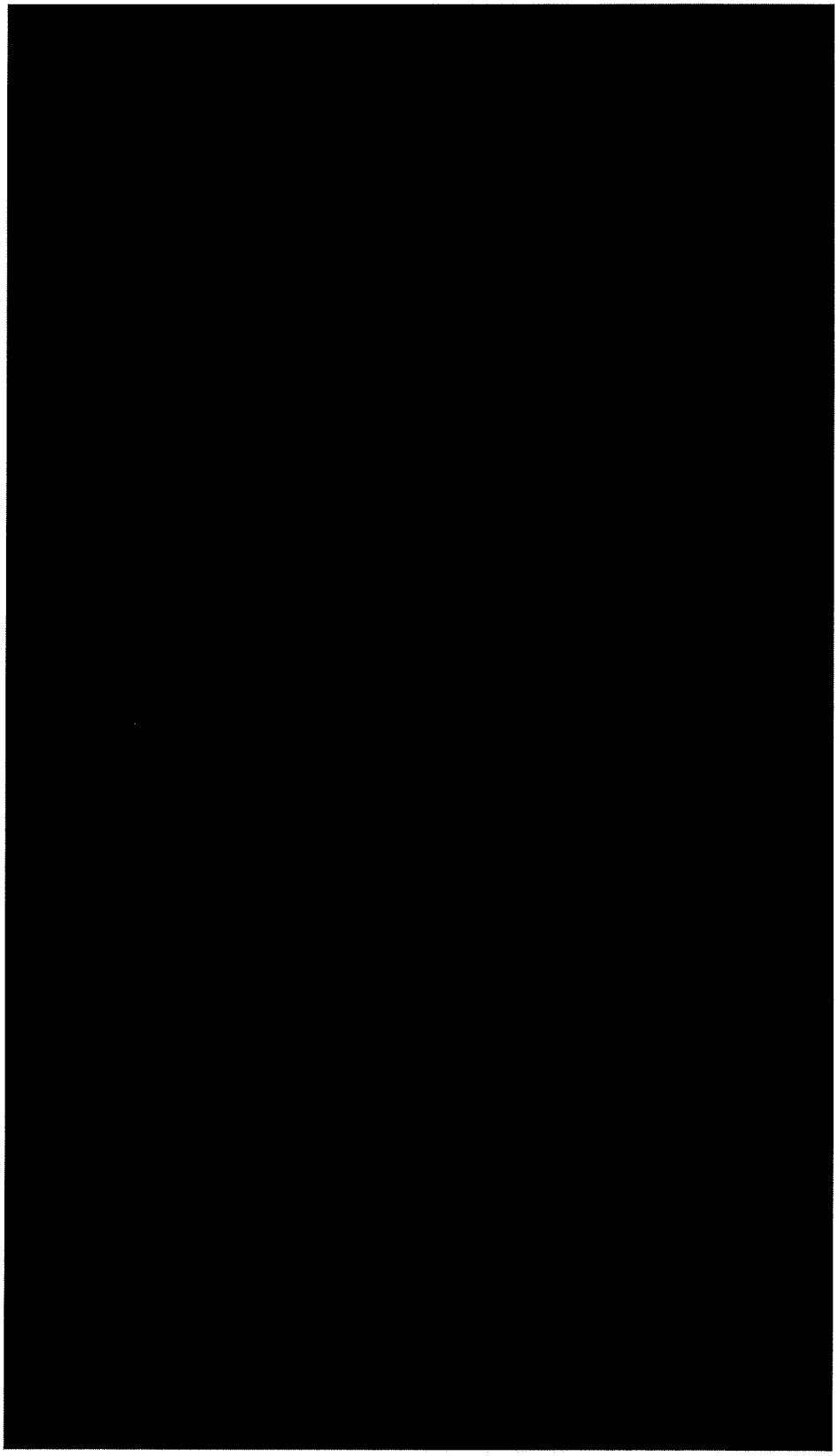
09:56:52

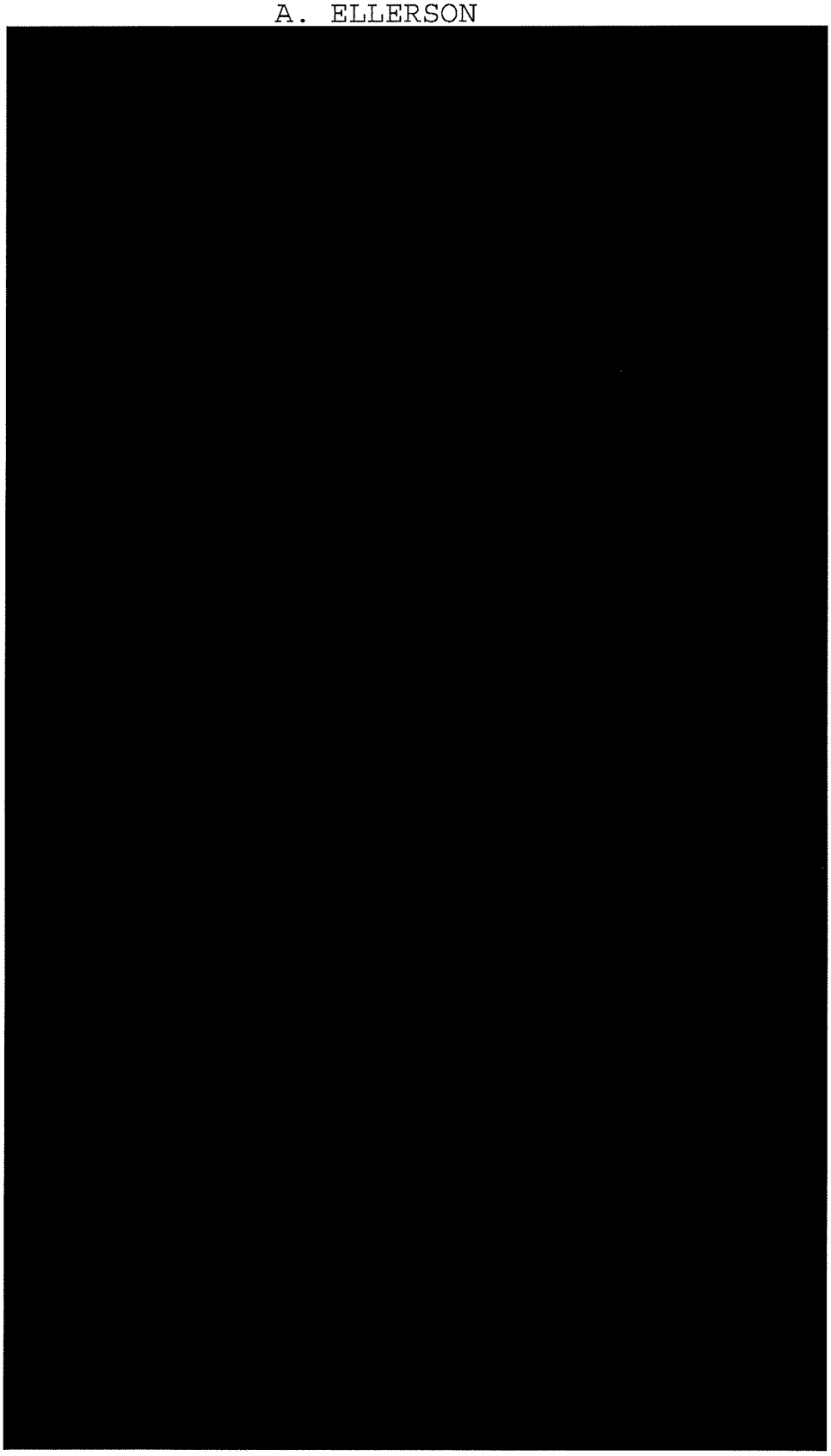
09:57:05

09:57:21

09:58:00

09:58:14





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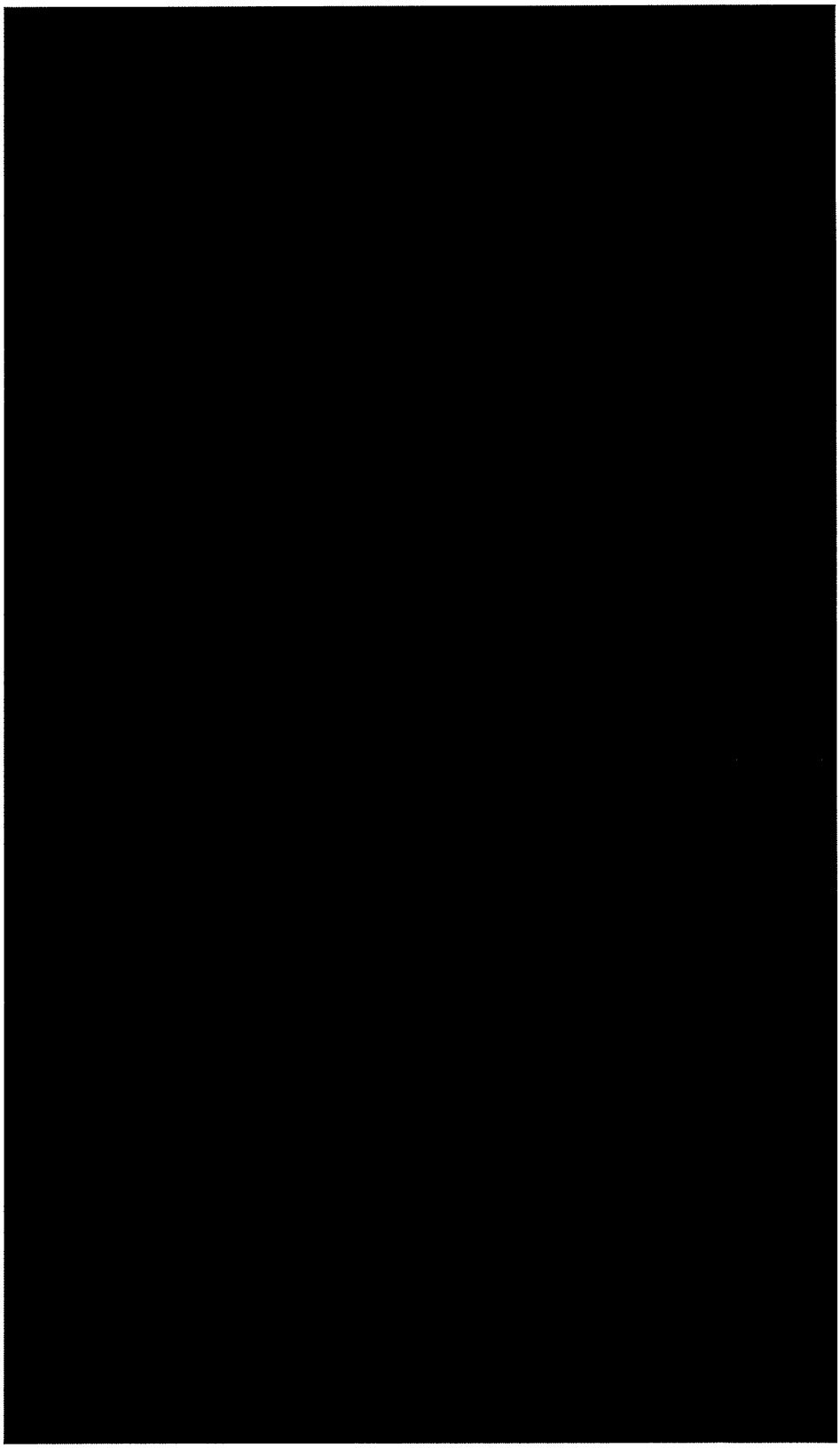

A. ELLERSON

[redacted]